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13 **UNITED STATES BANKRUPTCY COURT**
14 **NORTHERN DISTRICT OF CALIFORNIA**
15 **SAN FRANCISCO DIVISION**

16 In re:
17 PG&E Corporation, Pacific Gas & Electric
Company,
18 Debtors.

Chapter 11

Case No. 19-30088 (DM)

(Lead Case)
(Jointly Administered)

- 19
20 ☐ Affects PG&E Corporation
21 ☐ Affects Pacific Gas and Electric Company
22 ☒ Affects both Debtors

23 * All papers shall be filed in the Lead Case,
24 No. 19-30088 (DM)

**JOINDER OF CALPINE CORPORATION
TO NEXTERA ENERGY'S LIMITED
OPPOSITION TO (I) MOTION OF THE
OFFICIAL COMMITTEE OF TORT
CLAIMANTS FOR ENTRY OF A
PROTECTIVE ORDER; AND
(II) DEBTORS' MOTION FOR ENTRY OF
PROTECTIVE ORDER**

Date: 6/26/2019
Time: 9:30 a.m. PST
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

Objection Deadline: June 19, 2019
4:00 p.m. (PST)

Calpine Corporation on behalf of itself and its subsidiaries, including Geysers Power Company, LLC; Gilroy Energy Center, LLC; Los Esteros Critical Energy Facility, LLC; Russell City Energy Company, LLC; Calpine King City Cogen, LLC; Calpine Energy Services L.P.; Calpine Energy Solutions, LLC; and O.L.S. Energy Agnews, Inc. (collectively, “Calpine”), a party in interest in the above-captioned cases, through their counsel Kirkland & Ellis LLP, hereby joins NextEra Energy, Inc., and NextEra Energy Partners, L.P. (collectively, “NextEra”) in its limited opposition to the (i) *Motion of the Official Committee of Tort Claimants for Entry of a Protective Order* [Docket No. 2419] (the “TCC Motion”), filed by the Official Committee of Tort Claimants (the “TCC”); and (ii) *Motion for Entry of Protective Order Pursuant to Fed. R. Bankr. P. 7026 and 9014(c) and 11 U.S.C. § 105(a) Governing Discovery Materials and Other Information* [Docket No. 2459]. In support hereof (the “Joinder”), Calpine respectfully states as follows:

JOINDER

Like NextEra, Calpine does not oppose entry of a uniform protective order to govern discovery in these Chapter 11 Cases. That protective order, however, should be developed with the input of the various parties that could be subject to it during later stages of these cases. Calpine agrees with NextEra that any such protective order should permit parties sharing a common interest to share Protected Material with each other and exclude non-transcribed oral communications from the definition of “Discovery Material.”

In addition, the Debtors possess sensitive, third-party information as a result of their contractual relationships, and the Debtors must use their ability to designate material as Confidential or Highly Confidential to honor the Debtors’ obligations to protect third-party information. While Calpine does not read the definitions in sections 5.2 and 5.3 of the Debtors’ proposed protective order to foreclose the Debtors from making appropriate designations to protect the confidentiality of such third-party data, Calpine reserves its rights to address any such issues at the appropriate time.

NOTICE

Notice of this Joinder will be provided to (i) the Office of the U.S. Trustee for Region 17 (Attn: Anthony R. Vara, Esq. and Timothy Laffredi, Esq.); (ii) counsel to the Debtors; (iii) counsel to the Creditors Committee; (iv) counsel to the Tort Claimants Committee; (v) the Securities and Exchange

Commission; (vi) the Internal Revenue Service; (vii) the Office of the California Attorney General; (viii) the California Public Utilities Commission; (ix) the Nuclear Regulatory Commission; (x) the Federal Energy Regulatory Commission; (xi) the Office of the United States Attorney for the Northern District of California; (xii) counsel for the agent under the Debtors' debtor-in-possession financing facility; (xiii) counsel to the PPA Counterparties; and (xiv) those persons who have formally appeared in these chapter 11 cases and requested service pursuant to Bankruptcy Rule 2002.

Calpine respectfully submits that no further notice is required.

DATED: June 19, 2019

KIRKLAND & ELLIS LLP

By: /s/ Michael P. Esser

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